

**IN THE UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF WISCONSIN**

EARL S. WAGNER, Individually and on
Behalf of All Others Similarly Situated,

Plaintiff,

v.

SPECTRUM BRANDS LEGACY, INC. f/k/a
SPECTRUM BRANDS HOLDINGS, INC.,
ANDREAS R. ROUVÉ, and DOUGLAS L.
MARTIN,

Defendants.

No. 3:19-cv-00178-jdp

Hon. James D. Peterson

CLASS ACTION

Captions continued on next page.

**JOINT DECLARATION IN SUPPORT OF THE MOTION OF THE PUBLIC
SCHOOL TEACHERS' PENSION & RETIREMENT FUND OF CHICAGO
AND THE CAMBRIDGE RETIREMENT SYSTEM FOR APPOINTMENT AS
LEAD PLAINTIFF, APPROVAL OF THEIR SELECTION OF COUNSEL,
AND CONSOLIDATION OF RELATED ACTIONS**

EARL S. WAGNER, Individually and on
Behalf of All Others Similarly Situated,

Plaintiff,

v.

SPECTRUM BRANDS LEGACY, INC. f/k/a
SPECTRUM BRANDS HOLDINGS, INC.,
ANDREAS R. ROUVÉ, and DOUGLAS L.
MARTIN,

Defendants.

No. 3:19-cv-00178-jdp

Hon. James D. Peterson

CLASS ACTION

We, Charles A. Burbridge and Francis E. Murphy, III, pursuant to 28 U.S.C. § 1746, declare as follows:

1. We respectfully submit this Joint Declaration in support of the motion of the Public School Teachers' Pension & Retirement Fund of Chicago ("Chicago Teachers") and the Cambridge Retirement System ("Cambridge") for appointment as Lead Plaintiff in the above-captioned securities class actions pursuant to the Private Securities Litigation Reform Act of 1995 (the "PSLRA"). We are informed of and understand the requirements and duties imposed by the PSLRA. We each have personal knowledge about the information in this Joint Declaration relating to the institution with which we are individually associated.

2. I, Charles A. Burbridge, serve as Executive Director of Chicago Teachers and I am authorized to make this Joint Declaration on its behalf. Chicago Teachers is a public pension fund that provides for the financial security of a group of dedicated individuals who serve, or have served, the Chicago Public Schools/Charter Schools through a career in public service. As of June 30, 2017, Chicago Teachers oversaw approximately \$11 billion in assets for more than 63,000 members. As set forth in Chicago Teachers' and Cambridge's motion for appointment as Lead Plaintiff and supporting papers, Chicago Teachers suffered substantial losses as a result of its investments in the Spectrum Brands Legacy, Inc. f/k/a Spectrum Brands Holdings, Inc. ("Spectrum") securities at issue in this case. Chicago Teachers is an institutional investor that understands that this case is governed by the PSLRA and accepts the fiduciary obligations that it will assume under the PSLRA, if appointed as Lead Plaintiff. Chicago Teachers is familiar with the PSLRA's requirements given its involvement in the securities class action captioned *In re RH, Inc. Securities Litigation*, No. 17-cv-00554-YGR (N.D. Cal.), in which it is currently serving as lead plaintiff together with another institutional investor, and in which Bernstein Litowitz Berger

& Grossmann LLP (“Bernstein Litowitz”) serves as lead counsel. Chicago Teachers also served as lead plaintiff, jointly with Cambridge and represented by Bernstein Litowitz, in *Hughes v. Huron Consulting Group, Inc.*, No. 09-cv-4734 (N.D. Ill.) (“*Huron*”) (recovering \$38 million for investors), and together with several other public pension funds and represented by Bernstein Litowitz in *Eastwood Enterprises, LLC v. Farha*, No. 07-cv-1940 (M.D. Fla.) (recovering \$200 million for investors).

3. I, Francis E. Murphy, III, am the Board Chairman of Cambridge and am authorized to make this Joint Declaration on its behalf. Cambridge, one of 104 contributory retirement systems in the Commonwealth of Massachusetts, provides retirement benefits to the employees of the City of Cambridge and various city agencies. Cambridge manages approximately \$1.3 billion in total assets for the benefit of its nearly 6,000 members. As set forth in Chicago Teachers’ and Cambridge’s motion for appointment as Lead Plaintiff and supporting papers, Cambridge suffered substantial losses as a result of its investments in the Spectrum securities at issue in this case. Cambridge is an institutional investor that understands that this case is governed by the PSLRA and accepts the fiduciary obligations that it will assume under the PSLRA, if appointed as Lead Plaintiff. Cambridge is familiar with the PSLRA’s requirements given its involvement in *Huron* (recovering \$38 million for investors), in which it served as lead plaintiff jointly with Chicago Teachers and was represented by Bernstein Litowitz. Cambridge is also familiar with the lead plaintiff’s obligations more generally by virtue of its leadership in other types of investor class actions. For example, Cambridge served as a lead plaintiff in the Delaware Chancery Court case *In re Starz Stockholder Litigation*, C.A. No. 12584-VCG (Del. Ch. 2016), which challenged the 2016 merger of Starz Inc. and Lions Gate Entertainment and recovered \$92.5 million for investors.

4. We believe that the securities class action against Spectrum, a major consumer-products company, and certain of its current and former executives (with Spectrum, “Defendants”), is a meritorious and important action that should be led by dedicated and experienced institutional investors that are committed to maximizing the recovery on behalf of the Class. After reviewing the allegations in the securities class action complaints filed against Spectrum, and consulting with our counsel, we approved the filing of a joint motion for appointment as Lead Plaintiff.

5. Our respective funds analyzed the merits of the claims against Defendants and our respective losses arising from Defendants’ misconduct. Each fund independently determined to seek appointment as Lead Plaintiff, recognizing the benefits to the Class that result from having dedicated and experienced institutions cooperate in the prosecution of complex securities actions. Each of the funds individually expressed to Bernstein Litowitz an interest in serving as Lead Plaintiff with other institutional investors in order to maximize the recovery for all Class members and to benefit from collaboration and joint decision-making. Through discussions with Bernstein Litowitz, we learned of the possibility of serving together as Lead Plaintiff in the Spectrum securities class action. This gave rise to internal discussions at Chicago Teachers and Cambridge, regarding the opportunity for the two funds to work together as partners to lead this litigation. Following these discussions, we each determined that it would be in the interests of our respective funds and in the best interests of the Class for our funds to seek joint appointment as Lead Plaintiff.

6. The decision to jointly move for appointment as Lead Plaintiff is also informed by our funds’ preexisting relationship, including in *Huron*, where Chicago Teachers and Cambridge successfully worked together to recover \$38 million for investors.

7. Chicago Teaches also gained extensive experience serving as lead plaintiff with other institutional investors in in *Eastwood Enterprises, LLC v. Farha*, No. 07-cv-1940 (M.D. Fla.)

(recovering \$200 million for the investors of WellCare Health Plans); *Stanley v. Safeskin Corporation*, No. 99-cv454 (S.D. Cal.) (recovering \$55 million for the investors of Safeskin Corporation); and *In re Ambac Financial Group Inc. Securities Litigation*, No. 08-cv411 (S.D.N.Y.) (recovering \$33 million for the investors of Ambac Financial Group).

8. Cambridge gained significant lead plaintiff experience when it served as lead plaintiff in the Delaware Chancery Court action, *In re Starz Stockholder Litigation*, C.A. No. 12584-VCG (Del. Ch. 2016) – an investor class action challenging the 2016 merger of Starz Inc. and Lions Gate Entertainment – which recovered \$92.5 million for investors.

9. Thus, our funds understand, based on prior experience litigating securities and other types of investor class actions as part of small, cohesive groups of institutional investors, that such groups provide for sharing of experiences and resources.

10. Chicago Teachers and Cambridge also decided to jointly seek appointment as Lead Plaintiff because they have shared goals and interests in protecting and maximizing pension fund assets and providing retirement benefits for teachers, government employees, and their beneficiaries. Indeed, Chicago Teachers and Cambridge share a common commitment to protecting the rights and interests of pension funds and their members, advancing shareholder rights, and promoting strong corporate governance by participating in securities class action litigation.

11. As part of our efforts to formalize our funds' leadership here and coordinate our oversight of this action, we participated in a conference call on May 3, 2019 with Bernstein Litowitz and certain of our colleagues at Chicago Teachers and Cambridge to discuss, among other things: the strength of the claims against Defendants; our strategy for prosecuting this action; the significant losses each fund incurred; the benefits that the Class will receive from the leadership

of a coordinated group of institutional investors with prior experience serving as lead plaintiff under the PSLRA, including as part of lead plaintiff groups; our shared desire to achieve the best possible result for the Class; the interests in prosecuting the case in a collaborative, like-minded manner; and the actions each fund has taken and will continue to take to ensure that the Class's claims will be zealously and efficiently litigated.

12. Chicago Teachers and Cambridge also discussed the lead plaintiff's obligation under the PSLRA to select lead counsel and to monitor the action to ensure it is prosecuted without unreasonable expense or cost. Our funds decided to seek joint appointment as Lead Plaintiff, in substantial part, because they intend to ensure that this action is prosecuted in such an economical manner. We discussed the importance of the selection of lead counsel, and that lead counsel shall only act pursuant to lead plaintiffs' instructions.

13. Both Chicago Teachers and Cambridge are aware that Bernstein Litowitz is an accomplished law firm with a long history of achieving substantial settlements and corporate governance reforms in securities litigation cases, and both funds have an ongoing relationship with Bernstein Litowitz. For instance, Bernstein Litowitz served as lead counsel and represented Chicago Teachers and Cambridge as part of the lead plaintiff group that successfully prosecuted the *Huron* litigation. Here, Bernstein Litowitz filed a complaint for West Palm Beach Firefighters' Pension Fund on behalf of Spectrum investors to expand the alleged class period, thereby preserving and protecting the Class's claims.

14. Chicago Teachers and Cambridge are committed to satisfying the fiduciary obligations that we will assume if appointed Lead Plaintiff, including by conferring with counsel regarding litigation strategy and other matters, attending court proceedings, depositions, settlement mediations, and hearings as needed, and reviewing and authorizing the filing of important litigation

documents. Through these and other measures, Chicago Teachers and Cambridge will ensure and hereby reaffirm that the securities class action against Spectrum will be vigorously prosecuted consistent with the lead plaintiff's obligations under the PSLRA and in the best interests of the Class.

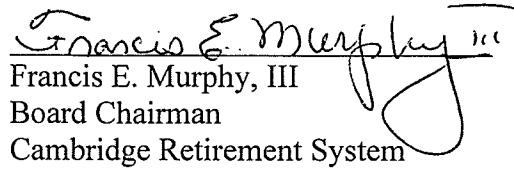
Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing statements relating to Chicago Teachers are true to the best of my knowledge. Executed this 1st day of May, 2019.

A handwritten signature in black ink, appearing to read "Charles A. Burbridge", written over a horizontal line.

Charles A. Burbridge
Executive Director
Public School Teachers' Pension & Retirement
Fund of Chicago

*On behalf of Public School Teachers' Pension
& Retirement Fund of Chicago*

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing statements relating to Cambridge are true to the best of my knowledge. Executed this 6th day of May, 2019.


Francis E. Murphy, III
Board Chairman
Cambridge Retirement System

On behalf of Cambridge Retirement System